

B1 (Official Form 1) (04/13)

United States Bankruptcy Court Southern District of New York				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): <b>Mantara, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>20-3912570</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and State): <b>215 Park Avenue, Suite 2001 New York, NY 10003</b>			Street Address of Joint Debtor (No. & Street, City, and State):		
ZIP CODE <b>10003-0000</b>			ZIP CODE		
County of Residence or of the Principal Place of Business: <b>New York</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box)  <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check <b>one</b> box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check <b>one</b> box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Mantara, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">                     _____                      (Name of landlord that obtained judgment)                      _____                      (Address of landlord)                 </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			



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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		<b>Name of Debtor(s):</b> <b>Mantara, Inc.</b>	
<b>Signatures</b>			
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>		<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X _____ Signature of Attorney for Debtor(s) <b>Kenneth A. Rosen, Esq.</b> <b>Wojciech F. Jung, Esq.</b></p> <p>_____ Printed Name of Attorney for Debtor(s) <b>Lowenstein Sandler LLP</b></p> <p>_____ Firm Name <b>1251 Avenue of the Americas</b> <b>17th Floor</b> <b>New York, NY 10020</b></p> <p>_____ Address</p> <p>_____ <b>(212) 262-6700 Fax: (212) 262-7402</b></p> <p>_____ Telephone Number</p> <p>_____ <b>Date: 10/15/2013</b></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>		<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>_____ Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>Michael Chin</b></p> <p>_____ Printed Name of Authorized Individual <b>President and Chief Executive Officer</b></p> <p>_____ Title of Authorized Individual</p> <p>_____ <b>Date: 10/15/2013</b></p>			

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Southern District of New York**

In re **Mantara, Inc.**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
NYSE Technologies P.O. Box 223662 Pittsburgh, PA 15251	NYSE Technologies P.O. Box 223662 Pittsburgh, PA 15251	Trade		211,399.20
Greenline Financial Technologies, Inc. P.O. Box 5633 New York, NY 10087	Greenline Financial Technologies, Inc. P.O. Box 5633 New York, NY 10087	Trade		89,345.01
Equinix, Inc #774252 4252 Solutions Center Chicago, IL 60677	Equinix, Inc #774252 4252 Solutions Center Chicago, IL 60677	Trade		87,282.11
Reuters America Inc. P.O. Box 10410 Newark, NJ 07193	Reuters America Inc. P.O. Box 10410 Newark, NJ 07193	Trade		74,440.10
NYSE Group P.O. Box 223695 Pittsburgh, PA 15251	NYSE Group P.O. Box 223695 Pittsburgh, PA 15251	Trade		31,703.24
Direct Edge Exchange, Inc. 545 Washington Boulevard 6th Floor Jersey City, NJ 07310	Direct Edge Exchange, Inc. 545 Washington Boulevard 6th Floor Jersey City, NJ 07310	Trade		30,960.00
Savvis 13322 Collection Center Drive Chicago, IL 60693	Savvis 13322 Collection Center Drive Chicago, IL 60693	Trade		30,498.77
The NASDAQ Stock Market LLC Lockbox 10200 P.O. Box 8500 Philadelphia, PA 19178	The NASDAQ Stock Market LLC Lockbox 10200 P.O. Box 8500 Philadelphia, PA 19178	Trade		24,943.04
Chi-X Canada ATS Limited US c/o T10010 - P.O. Box 10010 Postal Station A Toronto, ON M5W2B1	Chi-X Canada ATS Limited US c/o T10010 - P.O. Box 10010 Postal Station A	Trade		23,041.16



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In re **Mantara, Inc.**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Integration Partners 1719 Route 10 East, Suite 114 Parsippany, NJ 07054	Integration Partners 1719 Route 10 East, Suite 114 Parsippany, NJ 07054	Trade		19,869.00
215 Park Avenue South Associates, L.P. 420 Lexington Avenue 18th Floor New York, NY 10170	215 Park Avenue South Associates, L.P. 420 Lexington Avenue New York, NY 10170	Lease		19,607.34
Wall Street Network Solutions LLC 140 Littleton Road, Suite 310 Parsippany, NJ 07054	Wall Street Network Solutions LLC 140 Littleton Road, Suite 310 Parsippany, NJ 07054	Utility		18,459.06
CDW Direct, LLC P.O. Box 75723 Chicago, IL 60675	CDW Direct, LLC P.O. Box 75723 Chicago, IL 60675	Trade		18,113.54
Lighttower Fiber Networks P.O. Box 27135 Route 22 West, Suite 110 New York, NY 10087	Lighttower Fiber Networks P.O. Box 27135 Route 22 West, Suite 110 New York, NY 10087	Trade		17,364.31
WithumSmith+Brown 3040 Route 22 West, Suite 110 Somerville, NJ 08876	WithumSmith+Brown 3040 Route 22 West, Suite 110 Somerville, NJ 08876	Professional Services		14,585.00
Aite Group, LLC 101 Arch Street, Suite 501 Boston, MA 02110	Aite Group, LLC 101 Arch Street, Suite 501 Boston, MA 02110	Trade		10,000.00
FIX Protocol Limited 1 Fetter Lane London EC4A 1BR	FIX Protocol Limited 1 Fetter Lane London EC4A 1BR	Trade		8,000.00
CNSX Markets Inc. 220 Bay Street, 9th Floor Toronto, ON M5J2W4	CNSX Markets Inc. 220 Bay Street, 9th Floor Toronto, ON M5J2W4	Trade		7,910.00
Nikita Dingankar 3605 Cricket Circle Edison, NJ 08820	Nikita Dingankar 3605 Cricket Circle Edison, NJ 08820	Trade		6,425.00
SDC Network Consulting Inc. 176 John Street, Suite 203 Toronto, ON M5T 1X5	SDC Network Consulting Inc. 176 John Street, Suite 203 Toronto, ON M5T 1X5	Trade		4,689.50

B4 (Official Form 4) (12/07) - Cont.

In re Mantara, Inc.

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date

10/15/13

Signature

  
Michael Chin

President and Chief Executive Officer

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re **Mantara, Inc.**

Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Andrew James Loch			0.00026%
Andry Rakotonarainy			0.00026%
Ann Michelle Gerber			0.00026%
Bill Bartee			0.08484%
Bill Segal, as Trustee for Brat Family Trust			0.35855%
Blaize Alexander Rhodes			0.00078%
Bonnie Badertscher			0.01359%
Bruce Fram			0.09354%
Carol-Anne Louise Nelson			0.0026%
Catherine Dooley			0.00026%
Clinton James Roy			0.00909%
CM Capital Investments Pty Ltd Level 9, 545 Queen Street Brisbane, QLD 4000 Australia			13.71%
David Arnold & Louise Gough as Trustee for Gough Arnold Trust			0.35855%
David Gilbert			0.00312%
DBAH Capital Inc. c/o Deutsche Bank AG 60 Wall Street New York, NY 10005			9.62%
Dr. Andrew Murray Bond			0.00052%
Dr. Kerry Raymond			0.00026%

In re **Mantara, Inc.**

Case No. \_\_\_\_\_

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Dr. Michael John Lawley</b>			<b>0.00052%</b>
<b>Dr. Timothy John Mansfield</b>			<b>0.00052%</b>
<b>Extensia Solutions Pty Ltd. 344 Queen Street, Level 17 Brisbane QLD 400 AU</b>			<b>0.08444%</b>
<b>Fred Meyer (Judith Brown Trust) 210 Beacon Street San Francisco, CA 94131</b>			<b>0.02136%</b>
<b>Ian Michael Lister</b>			<b>0.14290%</b>
<b>Jason Andrade</b>			<b>0.00026%</b>
<b>Jillian Lynne Baltzer 199 Baroona Road Paddington QLD 4064 AU</b>			<b>0.00026%</b>
<b>John W. Caudell</b>			<b>0.00555%</b>
<b>Julian Boot</b>			<b>0.01819%</b>
<b>Kathryn Jillian Horsey</b>			<b>0.00234%</b>
<b>Michael James Henderson</b>			<b>0.00909%</b>
<b>Michael Stroff 2 Constitution Court, #710 Hoboken, NJ 07030</b>			<b>0.03897%</b>
<b>Mohr Davidow Ventures 3000 Sand Hill Road, 3-290 Menlo Park, CA 94025</b>			<b>33.97%</b>
<b>MTAA Superannuation Fund Private Equity Investments Pty ACN 122 988 587 as Trustee of MTAA Superannuation Fund</b>			<b>1.56%</b>
<b>Naomi Paton Andrew</b>			<b>0.00026%</b>
<b>Nick Rossiter</b>			<b>0.00026%</b>
<b>Notbig Pty Ltd. as Trustee for Mark White Family Trust</b>			<b>0.03118%</b>



In re Mantara, Inc.

Case No. \_\_\_\_\_

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Paul McLeish 22 Louis Street Beenleigh Queensland, Australia 4207			0.00429%
Richard James David Taylor			0.00052%
Richard Schenkman			0.28976%
Ricky Robinson			0.00026%
Robert DiFazio 140 Franklin Street, #3C New York, NY 10013			0.06859%
Scott Martin Harris			0.00026%
Southern Cross Venture Partners Level 5, 80 Mount Street North Sydney, NSW 2060 Australia			21.35%
Sriram Raghavan			0.01109%
Stephen Combs			0.01403%
Susan Jane Lloyd 476 Mount Crosby Road Anstead QLD 4070AU			0.00104%
Svetlana Krin			0.00655%
Theodore Phelps			0.13251%
Thomas Michael Maslen			0.00026%
Tivisco Pty Ltd. Corporation Centre One 11th Floor-2 Corporate Court Bundall, Queensland Australia			0.46%
UBS Americas, Inc. 677 Washington Boulevard Stamford, CT 06901			1.16%

In re Mantara, Inc.

Case No. \_\_\_\_\_

Debtor

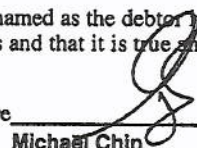
**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
UNX Companies c/o Broadhaven Capital Partners 201 Broad Street Stamford, CT 06901			16.36%
William Roger Waterson			0.00026%

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 10/15/13

Signature   
Michael Chin  
President and Chief Executive Officer

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of New York**

In re Mantara, Inc.

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Mantara, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

CM Capital Investments Pty Ltd  
Level 9, 545 Queen Street  
Brisbane, QLD 4000  
Australia

Mohr Davidow Ventures  
3000 Sand Hill Road, 3-290  
Menlo Park, CA 94025

Southern Cross Venture  
Partners  
Level 5, 80 Mount Street  
North Sydney, NSW 2060  
Australia

UNX Companies  
c/o Broadhaven  
Capital Partners  
201 Broad Street  
Stamford, CT 06901

☐ None [Check if applicable]

Date

  
\_\_\_\_\_  
Kenneth A. Rosen, Esq.

Signature of Attorney  
Counsel for Mantara, Inc.  
Lowenstein Sandler LLP

1251 Avenue of the Americas  
17th Floor  
New York, NY 10020  
(212) 262-6700 Fax: (212) 262-7402



**MANTARA, INC.  
BOARD OF DIRECTORS  
MEETING MINUTES**

**October 15, 2013**

A meeting of the Board of Directors (the "Board") of MANTARA, INC., a Delaware corporation (the "Corporation"), was held on Tuesday, October 15, 2013, via conference bridge and commenced at approximately 9:15 a.m. (EST). The meeting was held pursuant to notice duly given to, or waived by, all directors.

**DIRECTORS PRESENT:**

Jim Smith  
Michael Chin  
Robert Christiansen  
Matt Senecal  
Gerald Von Dohlen

**DIRECTORS RECUSED:**

Jose Marques

**OTHERS PRESENT:**

Meghan Lyons, CFO/CAO  
Carmen Conring DeMatteis, company counsel  
Wojciech Jung, company counsel

**A. CALL TO ORDER**

Mr. Chin called the meeting to order at 9:17 a.m. (EST) and the directors present acknowledged that their attendance constituted a quorum. All participants in the meeting, including all directors present, could hear and be heard by all other participants in the meeting. All participants received the materials circulated in advance of the meeting.

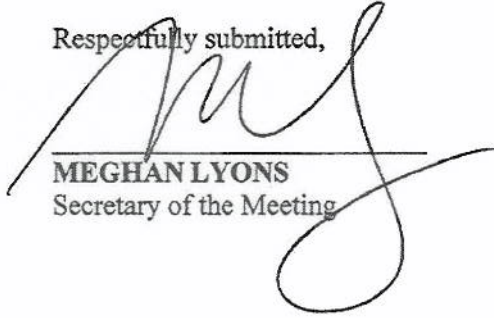
**B. APPROVAL OF BANKRUPTCY PROCEEDINGS UNDER THE PROVISIONS OF CHAPTER 11.**

Next, Mr Chin updated the Board on a summary of the recent Company updates and how they relate to filing for Chapter 11. Mr. Chin then asked Wojciech Jung, company counsel, to summarize for the Board the steps that will be taken as part of the Chapter 11 filing. Questions were asked and discussion ensued among the Board. After full discussion, upon motion duly made and seconded, the Board unanimously approved the resolutions set forth on Schedule A hereto.

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There being no further business, the meeting was adjourned at approximately 9:22 a.m.  
(EST).

Respectfully submitted,



MEGHAN LYONS  
Secretary of the Meeting

**SCHEDULE A**

**BOARD RESOLUTIONS**



**RESOLUTIONS  
OF  
THE BOARD OF DIRECTORS  
OF  
MANTARA, INC.**

Dated: October 15, 2013

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WHEREAS, the board of directors (the "Board") of Mantara, Inc., a Delaware corporation (the "Company") has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services; and

WHEREAS, the Board has received, reviewed, and considered the recommendations of the senior management of the Company and the Company's legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, IT IS:

RESOLVED that, pursuant to Section 2.2 of the Company's bylaws, the Board shall consist of six (6) members;

RESOLVED FURTHER that, in the judgment of the Board, having reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services, that it is desirable and in the best interests of the Company, and its creditors, stockholders, and other interested parties, that a voluntary petition be filed by the Company and certain subsidiary under the provisions of Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case");

RESOLVED FURTHER that Michael Chin, the Chief Executive Officer and President, and Meghan Lyons, the Chief Financial Officer and Chief Administrative Officer, and such other officers or persons as they direct (each, an "Officer" and collectively, the "Officers"), be, and each are, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that they deem necessary, proper, or advisable to obtain such relief under the Bankruptcy Code;

RESOLVED FURTHER that the law firm of Lowenstein Sandler LLP be employed as counsel to the Company to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including, the preparation of pleadings and filings in connection with the Chapter 11 Case, the Officers of the Company are hereby authorized and directed to execute



appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain services of Lowenstein Sandler LLP;

RESOLVED FURTHER, that the Officers of the Company be, and hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or advisable to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that in connection with the Company's Chapter 11 Case, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to enter into, in the name and on behalf of the Company, a debtor-in-possession financing to finance the orderly liquidation of the Company, including any necessary or appropriate arrangements with respect to cash collateral and adequate protection, in accordance with the DIP Loan Agreement, among the Company, as borrower, UNX LLC, as guarantor, and Deutsche Bank AG, Cayman Island Branch, as lender, substantially in the form attached hereto as Exhibit A (the "Financing Arrangement");

RESOLVED FURTHER, that in connection with the Company's Chapter 11 Case, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to enter into, in the name and on behalf of the Company, asset purchase agreements to sell some of all of the assets of the Company, including any necessary or appropriate arrangements with respect to the Asset Purchase Agreement among the Company and UNX LLC as sellers, and Deutsche Bank Securities Inc., as buyer, substantially in the form attached hereto as Exhibit B (the "APA");

RESOLVED FURTHER, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the Company, in connection with the Financing Arrangement and the APA and the documents related thereto, (and in addition to the Officers, the Secretary is hereby authorized to execute, deliver, and file such ancillary certificates and other instruments and documents, and to take such other action, as may be directed by an Officer in connection with the consummation of the transactions contemplated by the Financing Arrangement and the APA) all on such terms as the Officers deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that the granting by the Company of liens on and security interests in any collateral in connection with the transactions contemplated by the foregoing resolutions, and the filing and recording of any Uniform Commercial Code financing statements or any other document necessary to perfect each of the security interest contemplated thereby, or to renew, maintain, or preserve such perfected security interest, be, and they hereby are, authorized and approved in all respects and the Officers are, or any one of them acting alone is, hereby authorized and directed to execute and deliver any such other collateral documents or instruments, each as the Officers executing same shall deem necessary or appropriate, and to take

such actions as may be necessary or advisable to consummate the transactions contemplated thereby;

RESOLVED FURTHER that the Officers are, and any one of them acting alone is, hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters, and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Officers, and any of them, may deem necessary or advisable in connection with any Financing Arrangement or the APA, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof;

RESOLVED FURTHER, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.